



THOMAS D. MARION
TREASURER

RECORDATION NO. 21133 - D, E

FILED

JUN 24 '98

10-50 AM

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

June 18, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are three (3) fully executed copies of each of the following documents:

- 1) Manufacturer's Release dated as of April 3, 1998.
- 2) Manufacturer's Release dated as of April 24, 1998.
- 3) Manufacturer's Release dated as of May 29, 1998.
- 4) Manufacturer's Release dated as of June 11, 1998.

These Releases are secondary documents, supplementing both

- the Manufacturing Agreement dated as of December 11, 1997, and recorded on January 2, 1998 under recordation number 21133, and
- the Manufacturing Agreement dated as of January 15, 1998, and recorded on February 3, 1998 under recordation number 21200.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

National Steel Car Limited (Manufacturer)
602 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
CANADA

Counterparts - K. Bartman

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The general description of the equipment is as follows:

NO. OF UNITS	MARKED	TYPE	AAR MECHANICAL DESIGNATION	NUMBERED
1) 187	DTTX	3-unit drawbar-connected double-stack well car with 48' wells.	FC	27079, 27082-27159, 27161-27169, 27171-27172, 27365, 27376, 27389, 27392, 27395, 27400-27401, 27403, 27405-27484, 27486-27492, 27496, 27499.
1) 82	TTZX	73' 110-Ton Center beam cars	FBC	863350-863400, 863402-863409, 863411-863412, 863414, 863418-863419, 863422-863427, 863430, 863433-863434, 863437-863440, 863446, 863448, 863449, 863452, 863459.
2) 115	DTTX	3-unit drawbar-connected double-stack well car with 48' wells	FC	27160, 27170, 27173-27218, 27220-27224, 27226-27228, 27230, 27485, 27493-27495, 27497-27498, 27500-27534, 27551-27566, 27572.

2) 173	TTZX	73' 110-Ton Center beam cars	FBC	863401, 863410, 863413, 863415-863417, 863420-863421, 863428, 863429, 863431-863432, 863435-863436, 863441-863445, 863447, 863450-863451, 863453-863458, 863460, 863462-863495, 863497-863552, 863554-863586, 863591, 863593-863605, 863608-863609, 863612, 863614-863616, 863623.
3) 90	DTTX	3-unit drawbar-connected double-stack well car with 48' wells	FC	27219, 27225, 27229, 27231-27263, 27265-27271, 27567-27571, 27573-27580, 27624-27657.
3) 145	TTZX	73' 110-Ton Center beam cars	FBC	863461, 863496, 863553, 863587-863590, 863592, 863606-863607, 863611, 863613, 863617-863622, 863624-863732, 863734-863740, 863742-863748, 863750, 863752, 863753, 863756.
4) 66	DTTX	3-unit drawbar-connected double-stack well car with 48' wells	FC	27264, 27272-27300, 27302-27304, 27307, 27658-27684, 27686-27687, 27689-27691.
4) 100	TTZX	73' 110-Ton Center beam cars	FBC	863610, 863733, 863741, 863749, 863751, 863754-863755, 863757-863849.

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$104.00 to cover filing fees.

Once the filings have been made, please retain one copy of each and return the remaining stamped counterparts and transmittal letter copy to me.

Very truly yours,

A handwritten signature in black ink, appearing to read "J. A. Manon", written over a horizontal line.

TDM:mkh
Enclosures
k:\trstdm\letters\filings\willim38.doc

P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

MANUFACTURER'S RELEASE

RECORDATION NO. 21133-E

FILED

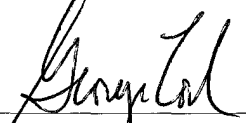
JUN 24 '98

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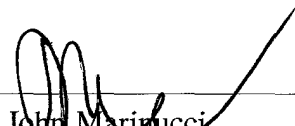
NATIONAL STEEL CAR LIMITED, the manufacturer named in certain Manufacturing Agreements dated as of December 11, 1997, January 15, 1998 and April 22, 1998, with TTX Company, which agreement have been filed and recorded with the Interstate Commerce Commission pursuant to Section 11301(a) of Title 49 of the United States Code on January 2, 1998, February 3, 1998, and April 24, 1998, respectively, and assigned recordation number 21133, 21200 & 21133-B respectively, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST

NATIONAL STEEL CAR LIMITED


George Lock
Vice President - Finance

By:


John Marinucci
President & COO

CITY OF HAMILTON)

) SS:

PROVINCE OF ONTARIO)

On this 11th day of June, 1998, before me personally appeared George Lock, to me personally known, who, by me being duly sworn, says that he is Vice President - Finance of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

COLOMBA ANNE WOLLASTON, Notary Public,
Regional Municipality of Hamilton-Wentworth,
limited to the attestation of instruments and
the taking of affidavits for National Steel
Car Limited. Expires April 15, 2001.

TTX

SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE # 32935

P.4075/97

DELIVERY OF 3 UNIT DRAWBAR CONNECTED COFC WELL CAR

<u>DATE</u> <u>ACCEPTED</u>	<u>DTTX:</u> <u>SERIES</u>	<u>DTTX:</u> <u>SERIES</u>	<u>DTTX:</u> <u>SERIES</u>	<u>DTTX:</u> <u>SERIES</u>	<u>QUANTITY</u>	<u>CUMULATIV</u> <u>TOTAL</u>
06-May-98						263
07-May-98	27264 27276	27272 27277	27273 27278	27274	7	278
08-May-98	27279	27280	27281	27282	4	282
11-May-98	27283	27286	27287		3	285
12-May-98	27275	27288	27289	27290	4	289
13-May-98	27284	27285	27291	27292	4	293
14-May-98	27293 27297	27294 27298	27295	27296	6	299
19-May-98	27299 27304	27300 27307	27302	27303	6	305
			TOTAL		<u>34</u>	

TTX

SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE # 32936

P.4070/97
DELIVERY OF 110 TON CENTER BEAM FLAT CAR

DATE ACCEPTED	TTZX: SERIES	TTZX: SERIES	TTZX: SERIES	TTZX: SERIES	QUANTITY	CUMULATIVE TOTAL
06-May-98						400
07-May-98	863741	863751	863755		3	403
	863757	863758	863762	863763		
	863764	863765	863766	863767		
	863768				9	412
08-May-98	863759	863761	863769	863770		
	863771	863772			6	418
	863754	863773	863774	863780		
	863781	863795			6	424
11-May-98	863733	863760	863775	863776	4	428
	863777	863790	863794	863796		
	863797	863798	863808	863809	8	436
12-May-98	863778	863783	863784	863786		
	863787	863789	863791	863792		
	863793	863799	863802	863803	12	448
13-May-98	863749	863779	863782	863785		
	863788	863800	863801	863804		
	863805	863806	863813	863823	12	460
14-May-98	863807	863810	863811	863812		
	863814	863815	863816	863817		
	863818	863821	863822	863844	12	472
15-May-98	863835	863836	863837	863838		
	863839	863840			6	478
	863819	863820	863826	863827		
	863847	863848			6	484
19-May-98	863610	863824	863825	863828		
	863829	863830	863831	863832		
	863833	863842	863846	863849	12	496
20-May-98	863834	863841	863843	863845	4	500
TOTAL					100	

TTX

SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE # 32937

P.4275/97

DELIVERY OF 3 UNIT DRAWBAR CONNECTED COFC WELL CAR

DATE ACCEPTED	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	QUANTITY	CUMULATIV TOTAL
06-May-98						34
07-May-98	27660				1	35
08-May-98	27663	27665	27667	27668	4	39
11-May-98	27661 27673	27670	27671	27672	5	44
12-May-98	27659	27662	27664	27666	4	48
13-May-98	27658 27678	27669	27674	27676	5	53
14-May-98	27675	27681	27682		3	56
15-May-98	27677 27684	27679 27686	27680 27690	27683 27691	8	64
19-May-98	27687	27689			2	66
			TOTAL		<u>32</u>	